



# **BROCK UNIVERSITY BOARD OF TRUSTEES**

BY-LAW #1

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## 1. INTERPRETATION

### 1.1 Definitions

In this By-law

- (a) “**Act**” means the *Brock University Act*, 1964, as amended from time to time.
- (b) “**Board**” means the Board of Trustees of the University and “**Trustee**” means a member of the Board.
- (c) “**By-laws**” means this by-law and all other by-laws of the Board as amended and which are, from time to time, in force;
- (d) “**Chair**” means the Chair of the Board and, where the context permits, the word Chair shall include Vice-Chair and Acting Chair.
- (e) “**Chancellor**” means the Chancellor of the University.
- (f) “**Community Trustee**” means a Trustee that is not a student, faculty member, employee of the University or the Chancellor.
- (g) “**Corporations Act**” means the *Corporations Act* or any replacement statute including the Ontario *Not-For-Profit Corporations Act* when it is proclaimed in force.
- (h) “**Holiday**” means a holiday as defined in the *Legislation Act*, 2006 SO 2006, c.21, Sched. F as well as any other day designated as a holiday in the University calendar by the President.
- (i) “**Officers of the Board**” and “**Board Officers**” means the Chair, Vice-Chair, Chair-Elect and Immediate Past Chair of the Board.
- (j) “**Ongoing Staff**” means all permanent full-time and part-time staff of the University, including seasonal staff actively employed at the University, but does not include any staff on a temporary contract or casual basis, Faculty, Vice-Presidents or the President and Vice-Chancellor.
- (k) “**President**” means the President and Vice-Chancellor of the University and where the context permits, the word President shall include Acting President.
- (l) “**Secretary**” means the Secretary to the Board and where the context permits, the word Secretary shall include Acting Secretary.
- (m) “**Senate**” means the Senate of the University which is composed of:
  - (i) the Chancellor *ex officio*;
  - (ii) the President and Vice-Chancellor *ex officio*;

- (iii) the Deans of all Faculties *ex officio*, such number elected by and from the full time teaching staff as shall always constitute a majority;
- (iv) such other persons elected or appointed as the Senate determines.
- (n) **“Special meeting”** means any non-regular meeting of the Board or a Board Committee.
- (o) **“Vice-President”** means a Vice-President of the University.
- (p) **“University”** means Brock University.

## **1.2 Interpretation principles**

In the interpretation of this By-law,

- (a) words in the singular include the plural and vice-versa; and
- (b) headings used throughout this By-law are inserted for reference purposes only and are not to be considered in construing the terms and provisions of this By-law or to be deemed in any way to clarify, modify or explain the effect of such terms or provisions.

## **1.3 Severability**

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law.

# **2. CORPORATE MATTERS**

## **2.1 Corporate seal**

### **2.1.1 Form of seal**

There shall be a corporate seal of the University in a form approved from time to time by the Board.

### **2.1.2 Custody of seal**

The corporate seal shall be in the custody of the Secretary or such other person as the Board may from time to time designate.

### **2.1.3 Use of seal**

The corporate seal may be affixed to documents executed in accordance with this By-law and University policy. The corporate seal may only be applied to other documents in accordance with procedures determined by the Secretary.

## **2.2 Execution of documents**

### **2.2.1 Execution of documents by Board**

Contracts, documents or any instruments in writing for the University requiring execution on behalf of the Board shall be signed by any two of Officers of the Board or any Trustee designated for the purpose by Board resolution and all contracts, documents and instruments in writing so signed shall be binding upon the University without any further authorization or formality.

#### **2.2.2 Execution of documents by delegate**

The Board may appoint any other person or persons on behalf of the University to execute contracts, documents or instruments in writing, generally, or to execute specific contracts, documents or instruments in writing.

### **2.3 Financial year end**

Unless otherwise changed by resolution of the Board, the fiscal year of the University shall end on April 30 in each year.

### **2.4 Banking arrangements**

The banking business of the University shall be transacted:

- (a) at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may authorize from time to time by resolution; and
- (b) by such officer of the University and/or other person as the Board may by resolution from time to time authorize.

### **2.5 Audit**

In accordance with section 27 of the Act, the accounts of the University shall be audited at least once a year by an auditor appointed by the Board.

### **2.6 Powers of the Board**

In accordance with section 11 of the Act, the Board has all powers necessary or convenient to perform its duties and achieve the objects and purposes of the University, including, without limitation,

- (a) following consultation with Senate, to appoint and remove the President;
- (b) to appoint and remove the Vice-Presidents, Internal Auditor (authority for which is delegated to the Audit Committee) and the Secretary, provided that the appointment of Vice-Presidents shall be made from among such persons as may be recommended by the President. Authority is delegated by the Board of Trustees to the President to appoint and remove the heads and associate heads of faculties and colleges, other than affiliated colleges of the University, and the professors, other members of the teaching staff of the University and all other officers, agents and servants of the University;

- (c) to fix the number, duties and salaries and other emoluments of the officers, clerks, employees, agents and servants of the University;
- (d) to appoint an Executive Committee and such other committees as it deems desirable, and to delegate to any such committee any of the powers of the Board;
- (e) to borrow money for the purposes of the University, and give security therefore on such terms and in such amounts as it deems advisable;
- (f) to make by-laws and regulations for the conduct of its affairs, including the fixing of a quorum, the election or appointment of its members and the filling of vacancies.

## **2.7 Borrowing powers**

In accordance with section 25 of the Act, the University may by resolution of the Board from time to time:

- (a) borrow money on the credit of the University in such amounts, on such terms and from such persons, firms or corporations, including chartered banks, as may be determined by resolution of the Board;
- (b) make, draw and endorse promissory notes or bills of exchange;
- (c) hypothecate, pledge, charge or mortgage all or any part of the property of the University to secure any money so borrowed for the fulfilment of the obligations incurred by it under any promissory note or bill of exchange, signed, made, drawn or endorsed by it;
- (d) issue bonds, debentures and obligations on such terms and conditions as the Board may by resolution decide, and pledge or sell such bonds, debentures and obligations for such sums and at such prices as the Board may by resolution decide, and mortgage, charge, hypothecate or pledge all or any part of the property of the University to secure any such bonds, debentures and obligations.

## **3. BOARD MEMBERSHIP**

### **3.1 Board composition**

The Board shall comprise:

- (a) 17 Community Trustees elected by the Board, including the President of the Brock University Alumni Association ("BUAA") or member of the BUAA Executive Committee;
- (b) two faculty Trustees elected by Senate, and the Chair of Senate. If the Chair of Senate is ineligible to serve on the Board, the Vice-Chair of Senate will serve on the Board in the place of the Chair. If the Vice-Chair is ineligible to serve, the Chair of the Senate Governance Committee shall

serve. If the Chair, Vice-Chair and Chair of the Senate Governance Committee are each ineligible to serve, Senate shall elect a third faculty Trustee.

- (c) two Staff Trustees elected by the Ongoing Staff of the University;
- (d) the President of the Brock University Students' Union, *ex officio*;
- (e) the President of the Brock University Graduate Students' Association ("GSA"), *ex officio*; in exceptional circumstances the President of the GSA may designate a member from the GSA executive to serve in their stead for the year by giving notice to the Chair of the Board at least two weeks prior to the first Board meeting of the year, such notice to include the name of the person designated;
- (f) the Chancellor, *ex officio*; and
- (g) the President, *ex officio*.

### **3.2 Resource personnel**

Vice-Presidents and other members of the administration are resource personnel for the Board and its committees. The Chair of the Board or a committee shall determine which, if any, resource personnel are required during meetings.

### **3.3 Term of office**

#### **3.3.1 Length of term**

Trustees elected to the Board shall hold office for the following terms:

- (a) Community Trustees shall hold office for three-year terms, with the exception of the Immediate Past Chair who shall hold office for a one-year term, and the BUAA President or Executive Committee Member, who shall hold office for a term to coincide with their term as president or member of the executive committee;
- (b) the chair of Senate (or the chair's alternate, as provided for in Section 3.1(b) above) shall hold office for a term to coincide with their term under Senate's bylaws, and the two faculty Trustees shall hold office for three year terms; and
- (c) the two Ongoing Staff Trustees shall hold office for staggered three year terms.

#### **3.3.2 End of term**

Each Trustee's term of office, with the exception of *ex officio* members and those noted in 3.3.1 (a) and (b) shall expire on June 30 of the final year of their term, unless terminated earlier in accordance with this By-law.

### **3.3.3 Notice to Board of term expiry**

Each year, at least three months before the annual meeting of the Board, the Secretary shall provide notice to the Board of the Trustees whose terms expire during the current year.

## **3.4 Renewal terms**

### **3.4.1 Eligibility for renewal terms**

Trustees shall be eligible for re-election for a second consecutive term.

### **3.4.2 Exceptions to renewal terms limit**

No Trustee may be elected for more than two consecutive terms with the exception of:

- (a) The Immediate Past Chair, Chair, Chair-Elect, or the Vice-Chair of the Board, who may be elected for an additional portion of a term or terms as necessary to enable such Trustee to fulfil his or her responsibilities as determined by resolution of the Board.
- (b) A Trustee who has been elected to the Board to fill a vacancy created by the retirement, death or expulsion of a Trustee for the balance of that Trustee's term, who may be elected for a third term.

### **3.4.3 Former Trustees**

A former Trustee may qualify for re-nomination to the Board after at least one year has passed following retirement from the Board.

## **3.5 Qualifications**

### **3.5.1 Minimum qualifications**

Every Trustee shall be an individual, eighteen (18) or more years of age with the power under law to contract and shall possess any other qualifications set out in any policy approved by the Board relating to nominations.

### **3.5.2 Disqualified individuals**

The following individuals are disqualified from being a Trustee:

- (a) an individual who is under 18 years old;
- (b) an individual who has been found under the *Substitute Decisions Act* or under the *Mental Health Act* to be incapable of managing property;
- (c) an individual who has been found to be incapable by any court in Canada or elsewhere;
- (d) an individual who has status of bankrupt;

- (e) an “ineligible individual” as defined in section 149.1 of the *Income Tax Act*.
- (f) in accordance with the Ontario Labour Relations Board Certification Order for the Brock University Faculty Association, faculty members who hold office in the Brock University Faculty Association or who serve on a Brock University Faculty Association Committee.

### **3.6 Election of Community Trustees**

#### **3.6.1 Nomination of Community Trustees**

At its annual meeting, the Board shall receive from the Governance/Nominating Committee a slate of nominations for Board membership which shall include the names of the Community Trustee candidates for Board membership that are proposed by the Governance/Nominating Committee. The slate shall include the proposed representative from the BUAA, which shall be determined as follows:

- a. The BUAA member of the Board shall normally be the President of the BUAA.
- b. Where the BUAA President is unable to serve on the Board for any reason, the BUAA may propose an alternative representative who shall be a member of the BUAA Executive Committee;
- c. The Governance/Nominating Committee shall receive from the BUAA no later than May in each year in which a nomination is required, the name and curriculum vitae of the representative proposed by the BUAA; and
- d. The Governance/Nominating Committee shall review the proposed BUAA representative and shall include its recommendation for the nomination in the slate of nominations for Community Trustees.

#### **3.6.2 Notice to Board of slate of nominations**

At least fourteen days before the annual meeting of the Board, the Secretary shall distribute to the Trustees a copy of the slate of Community Trustee nominations which will be considered by the Governance/Nominating Committee for recommendation to the Board.

#### **3.6.3 Nominations from Trustees**

Not less than seven days prior to the annual meeting, Trustees may submit to the Secretary written nominations for Community Trustees provided the nominations are:

- (a) signed by at least two Trustees; and
- (b) accompanied by a signed statement of the nominee/s confirming that he or she is willing to serve.

#### **3.6.4 Distribution of further nominations**

At least seven days before the annual meeting of the Board the Secretary shall distribute to the Trustees any additional nominations received in accordance with Section 3.6.3 above.

### **3.6.5 Manner of Election of Community Trustees**

Subject to Section 3.6.6 below, Community Trustees shall be elected by a resolution passed by a majority of Trustees holding office and present at the time of the election.

### **3.6.6 Closed ballot elections**

If there are more nominations than there are vacancies on the Board the election shall be held by closed ballot and will comply with the following:

- (a) in marking the election ballot, each Trustee present must vote for the number of nominees equivalent to the number of vacancies to be filled;
- (b) the scrutineers shall be the Chair of the Governance/Nominating Committee and the Secretary.
- (c) the scrutineers shall record the votes cast for each nominee and prepare such a record of the vote which shall be kept on file by the Secretary but which shall not otherwise be recorded in the minutes of the Board as distributed to Trustees.
- (d) the Chair shall declare the vacancies filled from the list of the names of the nominees recorded by the Secretary ranked in the order of the highest number of votes to the lowest number of votes cast for each individual.
- (e) in the event of a tie vote in respect of the ballot, the Chair may cast the deciding ballot.

## **3.7 Election of faculty Trustees**

Except as outlined in Section 3.1 (b) above, the faculty Trustees shall be elected by Senate in accordance with the written rules and procedures determined by Senate.

## **3.8 Election of Staff Trustees**

### **3.8.1 Eligibility to serve**

All Ongoing Staff of the University are eligible to serve, except Ongoing Staff who report directly to the President or to a Vice-President

### **3.8.2 Election date**

The election of Staff Trustees shall take place not later than the last week of May in each year in which an elected Staff Trustee's term is due to expire or in which there is otherwise a vacancy for an Staff Trustee.



### **3.8.3 Notice of election**

At least four weeks before the date of the election, the Secretary shall publish a notice in Brock News (or any subsequent successor to the Brock News) and shall distribute a notice announcing the election, including the date on which the election shall be held and the number and terms of those to be elected.

### **3.8.4 Nomination deadline**

Nomination papers, signed by at least three Ongoing Staff members, and the nominee, must be submitted to the Secretary no later than 4:30 p.m. Eastern Standard Time (or Eastern Daylight Time as applicable), two weeks before the election date.

### **3.8.5 Distribution of ballot**

At least seven days before the election, a ballot, containing in alphabetical order the names of all nominees, shall be distributed to all Ongoing Staff.

### **3.8.6 Voting**

Each Ongoing Staff member may vote for as many candidates as there are vacant seats. The marked ballot shall then be returned to the Secretary sealed in the envelope provided or through a secure electronic ballot or any other means made available by the Secretary.

### **3.8.7 Close of poll**

The poll shall close at 4:30 p.m. Eastern Daylight Time (or Eastern Standard Time as applicable) on the date specified for the election.

### **3.8.8 Declaration of elected candidates**

At the earliest convenient time, but no later than two business days following the close of the poll, the Secretary shall count the ballots and certify the standing of the candidates. The candidate(s) leading the poll shall be elected to the respective vacancy(ies). The Secretary shall announce the elected candidates on the webpage of the University Secretariat and by notice in the Brock News (or any subsequent successor to the Brock News).

## **3.9 Notice to Board**

At the Board's annual meeting, the Secretary shall provide to the Board the names of the Trustees, other than the Community Trustees, to serve on the Board for the following Board term.

## **3.10 Vacancies**

The office of a Trustee shall be vacated immediately if:

- (a) the Trustee resigns his or her office by written notice to the Secretary or Chair, which resignation shall be effective at the time it is received by the Secretary or Chair or at the time specified in the notice, whichever is later;
- (b) the Trustee is found to be incapable by any court in Canada or elsewhere;
- (c) the Trustee has the status of bankrupt;
- (d) the Trustee is an "ineligible individual" as defined in section 149.1 of the *Income Tax Act*;
- (e) the Trustee dies;
- (f) in the case of the faculty and staff Trustees, the Trustee ceases to qualify as a member of the faculty or a member of Ongoing Staff, respectively; or
- (g) at a meeting of the Board, a resolution is passed pursuant to Section 3.12 below removing the Trustee before the expiration of the Trustee's term of office.

### **3.11 Filling of vacancies**

Vacancies on the Board do not impair the authority of the remaining Trustees to exercise all the powers of the Board provided that:

- a. a majority of the Trustees required under Section 3.1 above remains in office; and
- b. Community Trustees constitute a majority of the Trustees remaining in office.

If either of these two conditions is not met, the remaining Trustees shall advise the Senior Administrative Council of the University, or any subsequent successor to the Council, which shall call a special meeting to fill sufficient vacancies, but no more than the minimum required, such that both conditions are met.

### **3.12 Removal of Trustees**

#### **3.12.1 Power to remove a Trustee**

In accordance with section 10 of the Act, after thirty days' notice to any member of the Board, the Board may by resolution passed by at least two-thirds of the total members of the Board by votes cast at a meeting of the Board, declare vacant the seat of such member.

#### **3.12.2 Grounds for removal**

The Board shall have authority to suspend or expel any Trustee from the Board for any one or more of the following grounds:

- (a) gross negligence in a Trustee's fiduciary responsibilities; or

- (b) a clear violation by the Trustee of the Board's By-laws, policies or the policies of the University.

For the purpose of this provision, "gross negligence" shall mean: (i) a marked and flagrant departure from the standard of conduct of a reasonable person acting in the circumstances at the time of the alleged misconduct, OR (ii) such wanton and reckless conduct or omissions as constitutes in effect an utter disregard for harmful, foreseeable and avoidable consequences.

### **3.12.3 Process for vacating the seat of a Trustee**

If there are alleged grounds for vacating the seat of a Trustee:

- (a) a committee ("**Review Committee**") shall be struck to conduct an investigation and determine whether there are grounds for vacating the seat of the Trustee as set out in Section 3.12.2 above. The Review Committee shall comprise the Chair, Chair of the Governance/Nominating Committee and Chair of the Human Resources Committee. If the alleged negligence or violation is on the part of the Chair, Chair of the Governance/Nominating Committee, or Chair of the Human Resources Committee, or a combination thereof, or if any of those Trustees are not available to serve on the committee, the open position(s) on the Review Committee shall be filled by, in order of precedence, the Chair-Elect, the Vice-Chair, the Chair of the Audit Committee, the Chair of the Financial Planning and Investment Committee or the Chair of the University and Community Experience Committee, provided that the alleged negligence or violation is not on the part of any such Trustee(s) filling such open position(s).
- (b) if the Review Committee determines there are grounds for vacating the seat, it shall provide thirty days' notice to the Trustee of the recommendation it intends to make to the Board and shall provide reasons for the proposed recommendation. The Trustee may make a written submission to the Review Committee within such thirty day period in response to the notice received. The Review Committee shall consider any such submissions received before reporting its findings and recommendations to the Board.
- (c) the Board will consider the findings of the Review Committee and by resolution determine the action that will be taken.
- (d) the Board's decision shall be final and binding on the Trustee, without any further right of appeal.

### **3.12.4 Remuneration**

The Trustees shall serve as such without remuneration and no Trustee shall directly or indirectly receive any profit from occupying the position of Trustee, provided however that persons in full time employment with the University may continue to receive their employment income and benefits even while serving as a Trustee without being in breach of this section.

## **4. BOARD OFFICERS**

The following are Officers of the Board:

### **4.1 Chair**

#### **4.1.1 Election of Chair**

In accordance with section 9 of the Act, the Board shall elect a Chair from among its Trustees.

#### **4.1.2 Term of office**

The term of Office of the Chair shall be three years.

### **4.2 Chair-Elect**

#### **4.2.1 Election of Chair-Elect**

At or before the Annual Meeting prior to the start of a Chair's final year in office, the Board shall elect a Chair-Elect who will assist the Chair in the execution of their duties and who will normally be nominated to serve as the next Chair. The Chair-Elect will be an *ex officio* member of all Board Committees.

#### **4.2.2 Term of office**

The term of office of the Chair-Elect shall be one year commencing on the start of the Chair's final year in office.

### **4.3 Vice-Chair**

#### **4.3.1 Election of Vice-Chair**

At the Annual Meeting, or at any other time the Board may elect one Vice-Chair of the Board from among its Trustees, who would be an *ex officio* member of all Board Committees, except in the Chair's final year in office when the Chair-Elect shall serve on each Committee in place of the Vice-Chair.

#### **4.3.2 Term of office**

The term of office of the Vice-Chair shall be one year.

#### **4.3.3 Alternates**

If a Vice-Chair of the Board is not appointed and the Chair is unable to attend a meeting of the Board or participate in Board business, the Chair shall appoint a designate who shall act as the Chair. If a Vice-Chair is not appointed and the Chair advises the Board that he or she will be absent for a prolonged period or the Chair is incapacitated, the Governance/Nominating Committee will nominate and recommend to the Board of Trustees a Community Trustee of the Board to be appointed to serve as Acting Chair during the absence or incapacity of the Chair.

#### **4.4 Immediate Past-Chair**

Upon completion of the Chair's final year in office, the Chair shall serve as the Immediate Past Chair of the Board for a one-year term.

#### **4.5 Manner of election**

Election of Officers of the Board may be by resolution of the Board adopting the whole or any part of the report of the Governance/Nominating Committee or by a show of hands.

### **5. OFFICERS OF THE UNIVERSITY**

In addition, there shall be the following officers of the University.

#### **5.1 President**

##### **5.1.1 Appointment of President**

The President shall be appointed in accordance with Section 2.6(a) above.

##### **5.1.2 Appointment of Acting President**

The Board may from time to time appoint an Acting President to perform the duties of the President when the latter is unable by reason of prolonged absence or other cause to perform such duties.

##### **5.1.3 Duties of President**

The President of the University will exercise the duties set out in Section 14(c) of the Act.

#### **5.2 Secretary**

##### **5.2.1 Appointment of Secretary**

The Board shall appoint a Secretary who shall serve at its pleasure.

##### **5.2.2 Appointment of Acting Secretary**

The Board may from time to time appoint an Acting Secretary to perform the duties of the Secretary when the latter is unable by reason of absence or other cause to perform such duties.

##### **5.2.3 Duties**

The Secretary shall perform such duties as may from time to time be assigned and shall have charge of the corporate seal, books and records of the Board.

##### **5.2.4 Reporting**

The Secretary shall be directly responsible to the Board which delegates responsibility for day-to-day oversight to the President.

### **5.3 Vice-Presidents**

#### **5.3.1 General power to act**

Each Vice-President shall be appointed by the Board and shall act for the President in such matters as the Board or President may, within its, his or her own powers, delegate.

#### **5.3.2 Delegation of authority in the absence of the President**

- (a) In anticipation of the prolonged absence of the President, the President is responsible for delegating his or her authority to a Vice-President.
- (b) If the President is unable to delegate his or her authority, then the following order of precedence will follow:
  - (i) Provost and Vice-President, Academic
  - (ii) Vice-President, Administration
  - (iii) Vice-President, Research
- (c) A Vice-President who is acting as President shall, in anticipation of his or her absence, be responsible for delegating his or her authority to another Vice-President, and if unable to do so, another Vice-President shall act as President in accordance with the aforementioned order of precedence.
- (d) In the event that any of the above are unable to accept the authority of the President, then the Board, through the Chair, shall make the appointment.

## **6. BOARD MEETINGS**

### **6.1 Regular meetings of the Board**

#### **6.1.1 Frequency of meetings**

Meetings shall be held a minimum of four times throughout the year (at least twice during the period September to December and at least twice during the period January to June) at the call of the Chair.

#### **6.1.2 Special sessions**

At the discretion of the Chair, an annual orientation session and an annual strategic issues session may be held.

### **6.1.3 Annual Meeting**

The meeting of the Board at which the slate of Community Trustees are elected shall be designated as the Annual Meeting, which meeting shall take place not later than July 1 in each year.

### **6.1.4 Notice**

The Secretary shall provide Trustees with at least seven days' notice of regular meetings. The notice shall specify the time, date and location of the meeting and provide an agenda for the meeting.

## **6.2 Special meetings**

### **6.2.1 Calling of special meetings**

Special meetings of the Board may be convened by the Secretary:

- (a) at the call of the Chair; or
- (b) on direction in writing of seven Trustees.

### **6.2.2 Notice of special meetings**

The Secretary shall provide Trustees with at least 48 hours' (excluding Holidays) notice of special meetings, provided the notice is by electronic or telephonic means. The notice shall specify the time, date and location of the meeting and the general purpose of the meeting.

### **6.2.3 Business of special meetings**

The Board may consider or transact any business either special or general at a special meeting.

## **6.3 Participation by telephonic or electronic means**

A Trustee may participate in a meeting of the Board by means of such telephone or other communications facilities as permit all persons participating in the meeting to hear each other and a Trustee participating in such meeting by such means shall be deemed to be present at the meeting.

## **6.4 Open and in camera meetings**

### **6.4.1 Open meetings**

Subject to Section 6.4.2, meetings of the Board will be open to members of the public. Admission will be on a first-come first-admitted basis subject to the limitations of available space as determined by the Chair.

### **6.4.2 In camera discussions**

The Board shall consider the following items in camera:

- (a) personnel matters;
- (b) matters relating to real property acquisition, lease or disposal;
- (c) legal matters;
- (d) matters where the disclosure could reasonably be expected to prejudice the economic interests or competitive position of the University;
- (e) matters which would reveal the personal information (including pledged donations of donors or potential donors); and
- (f) any matter which the Board decides, by a majority vote of those present and voting, should be considered in camera.

In addition, the Chair may decide that the whole of a meeting or any part of a meeting be held in camera to discuss confidential matters.

#### **6.4.3 Decisions from in camera meetings**

At the conclusion of an in camera meeting or the in camera part of a meeting, the Board may, by resolution, decide to make a public announcement of any decision(s).

### **6.5 Quorum**

A majority of the Trustees required under Section 3.1 above shall form a quorum for the transaction of business, provided that Community Trustees constitute a majority of those present.

### **6.6 General rules of procedure**

Meetings of the Board shall be conducted in accordance with the [Board and Committee Meeting Procedures](#) approved by the Board from time to time.

### **6.7 Voting**

#### **6.7.1 Votes to govern**

Questions arising at any meeting of the Board shall be decided by a majority of the votes of the Trustees entitled to vote and who are present at the meeting.

#### **6.7.2 Right to vote**

Each Trustee shall be entitled to one vote, including the Chair.

#### **6.7.3 Method of voting**

All votes at any Board meeting shall be taken by a show of hands unless the Board by resolution elects to conduct a vote by ballot in which case the vote by ballot will be conducted in such manner as the Chair directs, with the exception of closed



ballot elections regarding nominations to the Board which shall be conducted in accordance with Section 3.6.6 above.

#### **6.7.4 Evidence of vote outcome**

A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

#### **6.7.5 Tie votes**

If there is a tie vote, the motion is lost.

### **6.8 Resolutions**

A resolution signed by all Trustees entitled to vote on that resolution shall have the same force and effect as if passed at a meeting of the Board.

### **6.9 Agenda**

#### **6.9.1 Required notice for inclusion of items in agenda**

All written material for inclusion in the agenda for regular meetings of the Board must be received by the Secretary at least ten days (exclusive of Holidays, Saturdays and Sundays) before the day of the regular meeting at which they are to be presented and unless the Chair consents otherwise, only material which has been so received will be included with the agenda materials.

#### **6.9.2 Introduction of new matter without notice**

No new matter which was not included in the agenda in accordance with Section 6.9.1 above other than that of privilege or petition may be dealt with at any meeting unless the introduction of the new matter is approved by a majority of all Trustees present.

### **6.10 Meeting materials**

#### **6.10.1 Distribution of meeting materials**

The Secretary shall ensure that materials for meetings are normally distributed to Trustees:

- (a) at least 7 days in advance of regular meetings; and
- (b) at least 24 hours in advance of special meetings.

#### **6.10.2 Access to meeting materials**

Except for documents relating to in camera matters, documents to be presented at meetings of the Board will be made available to members of the University community on the webpage of the University Secretariat.

### **6.10.3 Confidential meeting materials**

The Chair may declare a meeting document confidential based on the factors set out in Section 6.4.2 above. Such confidential documents will be made available in advance only to Trustees and, at the direction of the Chair, to appropriate resource personnel.

## **6.11 Evidence of action by Board**

Except where the By-laws provide otherwise, the action of the Board upon any matter coming before it shall be evidenced by resolution and the entry of the resolution in the minutes of the Board shall be prima facie evidence of the action taken.

## **6.12 Record of proceedings**

### **6.12.1 Record of proceedings to be kept**

The Secretary shall keep a record of the proceedings of all meetings of the Board and the minutes of every such meeting shall be submitted to the Board for approval at the next meeting of the Board. After adoption by the Board, the minutes shall be signed by the Chair and Secretary.

### **6.12.2 Access to record of proceedings**

The Secretary shall make minutes approved by the Board in accordance with Section 6.12.1 above available on the webpage of the University Secretariat.

### **6.12.3 Form of record of proceedings**

Minutes of the Board and of Board Committees shall record only the action taken and a reference to supporting materials.

## **6.13 Effective notice**

### **6.13.1 Sufficient notice**

Any notice required to be given under the Act or the By-laws shall be sufficiently given if delivered:

- (a) personally to the person to whom it is to be given;
- (b) by mail to the person's last address provided to the Secretary; or
- (c) by electronic or facsimile means to the person's last address or contact details provided to the Secretary.

### **6.13.2 Deemed notice**

Each notice sent in accordance with Section 6.13.1 above shall be deemed to have been received on the day it was delivered or sent by electronic means or on the third day (not including Saturdays, Sundays or Holidays) after it was mailed.

### **6.13.3 Computation of time**

In computing the date when notice must be given under a provision requiring a specific number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

### **6.13.4 Undelivered notices**

If any notice given to a Trustee pursuant to Section 6.13.1 above is returned undeliverable on two consecutive occasions, the Secretary shall not be required to give any further notice to such Trustee until such Trustee informs the Secretary in writing of the Trustee's address.

### **6.13.5 Proof of notice**

A declaration by the Secretary that notice has been given pursuant to the By-laws shall be sufficient and conclusive evidence of the giving of such notice.

### **6.13.6 Error in giving notice**

No error in giving notice for a meeting of the Board or its Committees shall invalidate such a meeting or make void any proceedings taken or had at such meeting.

### **6.13.7 Waiver of notice**

Any Trustee may at any time waive any notice required to be given under the Act or the By-laws and such waiver shall cure any default in giving such notice. A regular meeting or a special meeting may take place without the requisite notice having been provided to Trustees if all the Trustees are present or if either before or after the meeting, those absent from the meeting signify in writing their consent to the meeting being held in their absence.

## **7. BOARD COMMITTEES**

### **7.1 Establishment of changes to Committees**

#### **7.1.1 Authority to establish**

The Board has the authority to establish:

- (a) standing committees (committees whose duties are normally continuous); and
- (b) special committees (committees appointed for specific duties of a non-recurrent nature, whose powers will expire with the completion of the task assigned).

#### **7.1.2 Standing committees**

The standing committees of the Board are the:

- (a) [Audit Committee](#)
- (b) [Capital Infrastructure Committee](#)
- (c) [Executive Committee](#)
- (d) [Financial Planning and Investment Committee](#)
- (e) [Governance/Nominating Committee](#)
- (f) [Human Resources Committee](#)
- (g) [University and Community Experience Committee](#)

### **7.1.3 Changes to standing committees**

Any changes to the Board's standing committee structure shall be considered by and recommended to the Board by the Governance/Nominating Committee.

### **7.1.4 Establishment of special committees**

The Board may, by resolution, establish a special committee provided that the resolution specifies the composition, duties and terms of reference of the special committee and sets out whether the committee will terminate on a specific date, upon the occurrence of a specific event or by resolution of the Board.

## **7.2 Subcommittees**

### **7.2.1 Authority to establish**

Each Committee may, on the approval of the Board, establish subcommittees as it considers necessary and may delegate any of its functions and responsibilities to a subcommittee provided that:

- (a) the composition, duties and terms of reference of a proposed subcommittee are referred to the Governance/Nominating Committee for recommendation to the Board;
- (b) the Committee reports to the Board on the work of the subcommittee; and
- (c) the subcommittee shall not be authorized to further delegate any functions or responsibilities.

### **7.2.2 Subcommittees**

The following subcommittees have been established by the Board's committees:

- (a) Pension subcommittee (a subcommittee of the Financial Planning and Investment Committee)

## **7.3 Committee governance documents**

### **7.3.1 Committee charters**

Each standing and special committee of the Board shall have a written charter which must be approved by the Board and which shall set out:

- (a) its functions, responsibilities and powers;
- (b) its composition;
- (c) in the case of special committees, its expected outcomes and a termination date for the work of the committee.

### **7.3.2 Review of and changes to committee charters**

Each committee shall review its charter or terms of reference at least every two years and any changes to committee charters must be considered by the Governance/Nominating Committee and approved by the Board.

### **7.3.3 Committee work plan**

Each standing and special committee of the Board shall have an annual work plan which must be reported to the Board at its inaugural meeting each year.

### **7.3.4 Committee reports to Board**

The Chair of each standing and special committee of the Board shall report on its proceedings to the Board:

- (a) at the regular meeting of the Board next following a meeting of a standing or special committee; and
- (b) at the request of the Board.

## **7.4 Committee membership**

### **7.4.1 Appointment of members**

The Board shall appoint the members, chair and vice-chair of each standing and special committee. Nominations for members, chair and vice-chair shall be recommended to the Board by the Governance/Nominating Committee.

### **7.4.2 *Ex officio* members**

The Chair of the Board (or designate); the Vice-Chair, the Chair-Elect and the President shall be *ex officio* members of all standing committees, except for the Audit Committee for which only the Chair-Elect, or failing the Chair-Elect, the Vice-Chair shall be an *ex officio* member. The Chancellor shall be an invited guest to all standing committee meetings.

### **7.4.3 Term of members**

All members of committees, other than *ex officio* members, shall hold office at the pleasure of the Board and appointments of all members shall, upon approval by the Board, become effective on July 1 of each year. Membership on committees and subcommittees of the Board shall expire when the member ceases to be a member of the Board.

#### **7.4.4 Vacancies**

Vacancies occurring in the membership of a committee shall be filled by the Board at the next meeting of the Board after such vacancies occur or as soon as convenient. The remaining members of the committee shall have authority to exercise the full powers of the committee, providing that a quorum remains in office.

### **7.5 Limits on delegation to committees**

The Board may not delegate the following powers to a committee:

- (a) to fill a vacancy among the Trustees, or the appointment of an auditor or of a person appointed to conduct a review engagement of the University;
- (b) to appoint additional Trustees;
- (c) to issue debt obligations except as authorized by the Trustees;
- (d) to approve any financial statement; and
- (e) to adopt, amend or repeal By-laws.

### **7.6 Reliance on management and experts**

In contributing to the discharge of a committee's duties, each member of a committee shall be entitled to rely in good faith upon any report of an architect, engineer, geologist, geoscientist, lawyer, quantity surveyor, appraiser, industrial hygienist, or other person whose profession lends credibility to a statement made by any such person.

"Good faith reliance" means that the committee member has considered the relevant issue, questioned the information provided and assumptions used, and assessed whether the analysis provided by management or the expert is reasonable. Generally good faith reliance does not require that the member question the honesty, competency and integrity of management or the expert unless there is a reason to doubt their honesty, competency and integrity.

### **7.7 Limitations on committees' duties**

In contributing to the discharge of a committees' duties, each member of a committee shall be obliged only to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Nothing in the committee charters is intended, or may be construed to impose on any

member of a committee a standard of care or diligence that is in any way more onerous or extensive than the standard to which all Trustees are subject.

## **8. COMMITTEE MEETINGS**

### **8.1 General rules**

Unless otherwise approved by the Board and subject to Section 8.2 below, all standing and special committees of the Board shall abide by the meeting procedures of the Board set out in this By-law, Board policy, and the [Board and Committee Meeting Procedures](#). In applying the Board meeting procedures in this By-law to Committees, all references to the “Chair” in shall be taken to mean the Chair of the committee and all references to the “Board” shall be taken to mean the committee.

### **8.2 Special rules**

#### **8.2.1 Open and closed meetings**

Each committee’s charter shall specify whether the meetings are open to members of the public.

#### **8.2.2 Secretary**

If a committee does not appoint its own secretary, the Secretary shall act as secretary of such committee. The Secretary may designate another person to act on her/his behalf on such committees.

#### **8.2.3 Record of proceedings**

The Secretary shall keep a record of the proceedings of every meeting of each committee which shall be submitted for approval by the committee at the next committee meeting and, following approval, made available on the webpage of the University Secretariat. The record of proceedings shall record only the action taken and a reference to supporting materials.

#### **8.2.4 Voting**

Only members elected to a committee are entitled to vote at committee meetings.

## **9. INDEMNIFICATION AND INSURANCE**

### **9.1 Indemnification**

#### **9.1.1 Indemnity**

Except where otherwise prohibited by law, each current and each former:

Trustee, member of Senate, committee member, Vice-President, Secretary, and other officers of the University, and their heirs, executors, and administrators, and estate and effects, respectively, (each an “**Indemnified Person**”) is hereby

indemnified and saved harmless at all times out of the funds of the University, from and against:

- (a) all costs, charges and expenses whatsoever that such an Indemnified Person sustains or incurs in or about any action, suit or proceeding (including, without limiting the generality of the foregoing, any civil, criminal or administrative action, suit or proceeding) that is brought, commenced or prosecuted against such Indemnified Person, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by such Indemnified Person, in or about the execution of the duties of such Indemnified Person's office; and
- (b) all other costs, charges and expenses that such an Indemnified Person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by the wilful neglect or default of such Indemnified Person.

### **9.1.2 Requirements for indemnity**

Notwithstanding any other provision of this By-Law, each Indemnified Person shall only be indemnified if such Indemnified Person:

- (i) acted honestly and in good faith in performing such Indemnified Person's duties; and
- (ii) in the case of a criminal or administrative action or proceeding, such Indemnified Person had reasonable grounds for believing that his or her conduct was lawful.

For greater certainty, but without limiting the generality of the foregoing, if an Indemnified Person incurs any costs, charges or expenses as provided above because of the act, deed, matter or thing whatsoever made, done or permitted by any other current or former: Trustee; member of Senate; Vice-President; Secretary; committee member; or other officer of the University; or their heirs, executors, and administrators, and estate and effects, respectively; or by any current or former employee of the University; such Indemnified Person shall be indemnified as provided above.

## **9.2 Insurance**

### **9.2.1 Obligation to maintain insurance**

Without limiting the generality of the foregoing, except where otherwise prohibited by law, the University will purchase and maintain insurance (provided that such insurance is available on terms which are acceptable to the University) to indemnify each current and each former:

Trustee, member of Senate, committee member, Vice-President, Secretary, and other officers of the University, and their heirs, executors, and administrators, and estate and effects, respectively, against any liability incurred by any such person in



such capacities, except where the liability relates to the person's failure to act honestly, in good faith, and in the best interests of the University.

## **10. TRUSTEE RESPONSIBILITIES**

### **10.1 Conflict of Interest**

Each Trustee and each member of a Board committee and subcommittee owes a duty to the University to:

- (a) act honestly, in good faith and in the best interests of the University; and
- (b) to disclose each real, potential or perceived conflict of interest in accordance with the [Board of Trustees' Conflict of Interest Policy](#).

### **10.2 Confidentiality**

Each Trustee and each member of a Board committee and subcommittee owes a duty to the University to respect and maintain the confidentiality of confidential Board documents, information and discussions in accordance with the [Board of Trustees' Confidentiality Policy](#).

### **10.3 Code of Conduct and Expectations**

Each Trustee shall comply with the [Board of Trustees' Individual Trustee Code of Conduct](#) and [Expectations of Individual Trustees](#).

## **11. BY-LAW GOVERNANCE**

### **11.1 Amendment or repeal**

Subject to the Articles, the Board may, by resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the University.

### **11.2 Amendment to By-laws**

#### **11.2.1 Notice**

Notice of a motion to enact, amend or repeal any By-law of the Board must be given to each Trustee at least 30 days prior to the meeting of the Board at which the motion is to be presented.

#### **11.2.2 Vote**

A motion to enact, amend or repeal any By-law of the Board must receive the approval of a majority of Trustees present and voting to carry.

### **11.3 Review of By-laws**

This By-law will be reviewed regularly by the Board and no less than once every five years.

#### 11.4 Conflict

In the event of a conflict between the Act and the Corporations Act, the Act shall prevail.

#### 11.5 Repeal

All previous By-laws of the University are repealed as of the coming into force of this By-law provided that such repeal will not affect the previous operation of any By-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under or the validity of any contract or agreement made pursuant to any such By-law prior to its repeal. All officers and persons acting under any By-law so repealed will continue to act as if appointed by the Trustees under the provisions of this By-law or the Corporations Act until their successors are appointed.

#### 11.6 Enactment

**ENACTED** this 28<sup>th</sup> day of November, 2018.

**WITNESS** the corporate seal of the University.



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Chair



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Secretary

[Signature]